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DAVID O. BROWNWOOD	MICHAEL L. SCHLER

*Counterparts - Williams*

19495-A

SEP 26 1995 AM

19495-A

September 26, 1995

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, we submit herewith for recording with the Commission original counterparts of the document described below.

This document is a Memorandum of Indenture Supplement, a "secondary document", dated as of September 15, 1995. The primary document to which this is related is the Memorandum of Indenture and Security Agreement dated as of June 15, 1995, recorded with you under recordation number 19495.

The names and addresses of the parties to the primary document are as follows:

DEBTOR, MORTGAGOR: First Security Bank of Utah,  
National Association, as trustee for  
Fleet Credit Corporation  
79 South Main Street  
Salt Lake City, Utah 84111

SECURED PARTY,  
MORTGAGEE; Harris Trust and Savings Bank  
311 West Monroe  
Chicago, Illinois 60606

RECEIVED  
SEP 27 11 25 AM '95  
LICENSING BRANCH

LESSEE: Union Pacific Railroad Company  
Eighth and Eaton Avenues  
Bethlehem, Pennsylvania 18018

The equipment covered by the document is listed in Schedule A hereto, and bears the reporting marks and road numbers of Union Pacific Railroad Company listed therein.

The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

A short summary of the document for use in the index follows:

Memorandum of Indenture Supplement dated as of September 15, 1995, among First Security Bank of Utah, N.A. (as trustee for Fleet Credit Corporation), as debtor and mortgagor, Harris Trust and Savings Bank, as secured party and mortgagee, and Union Pacific Railroad Company, as lessee, covering 420 open top hopper cars, 100 boxcars, 166 bi-level autoracks, and 21 tri-level autoracks.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D. C. 20423

Encl.

SCHEDULE A  
(Fleet Credit Corporation)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
420	110-ton covered hopper cars	UP	89350--89481 89483--89518 89520--89571 89573--89579 89581--89585 89587 89589--89604 89606 89608--89615 89618--89622 89624--89629 89631 89633--89657 89660--89661 89663--89773 89775--89786
100	100-ton boxcars	CNW	520000--520099
166	Bi-level autoracks	UPL	91384, 91624 91626--91628 91780, 91789, 91792, 91799--91802 91804--91806 91809--91834 91844--91968
21	Tri-level autoracks	UPL	91350--91370

19495-A

19495-A

SEP 2 1995 AM

MEMORANDUM OF INDENTURE SUPPLEMENT dated as of September 15, 1995, among FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not in its individual capacity but solely as trustee under a Trust Agreement dated as of the date hereof with Fleet Credit Corporation (hereinafter, in such capacity, called the **Mortgagor**), UNION PACIFIC RAILROAD COMPANY (hereinafter called the **Lessee**) and HARRIS TRUST AND SAVINGS BANK, as indenture trustee under the Trust Indenture and Security Agreement referred to below (hereinafter, in such capacity, called the **Mortgagee**).

WHEREAS the Mortgagor and the Mortgagee have entered into that certain Indenture and Security Agreement dated as of June 15, 1995, and a supplement thereto, pursuant to which the Mortgagor has granted to the Mortgagee a security interest in and mortgage and charge on all the Mortgagor's estate, right, title and interest in and to the railroad equipment and related property described in said Indenture and Security Agreement and said supplement;

WHEREAS a Memorandum of Indenture and Security Agreement dated as of June 15, 1995, covering the railroad equipment covered by said supplement and described in Schedule A to said memorandum has been filed with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on June 28, 1995, and assigned recordation number 19495;

WHEREAS the Mortgagor, the Lessee and the Mortgagee are entering into that certain Lease and Indenture Supplement No. 2, pursuant to which the Mortgagor has granted to the Mortgagee a security interest in and mortgage and charge on all the Mortgagor's estate, right, title and interest in and to the railroad equipment described in Schedule A hereto and bearing the reporting marks and road numbers of Union Pacific Railroad Company and its affiliates shown in said Schedule A.

IN WITNESS WHEREOF, the parties wish to show for the public record the mortgage of and security interest in the aforesaid property in favor of the Mortgagee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST SECURITY BANK OF UTAH,  
NATIONAL ASSOCIATION, not in its  
individual capacity but solely as  
trustee, as aforesaid

by Wm M. Sullivan  
Assistant Vice President

UNION PACIFIC RAILROAD COMPANY

by John D. Davis  
Assistant Treasurer

HARKIS TRUST AND SAVING BANK

by W. H. Harkis  
Assistant Vice President

STATE OF UTAH )

) SS.:

COUNTY OF SALT LAKE )

On this 25<sup>th</sup> day of September, 1995, before me personally appeared Nancy M. Dahl, to me personally known, who, by me being duly sworn, says that she is an Assistant Vice President of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

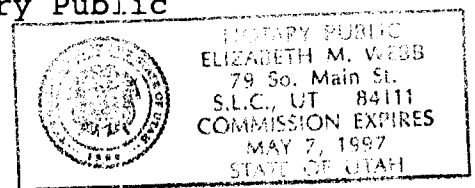
*Elizabeth M. Webb*  
Notary Public

My commission expires

COMMONWEALTH OF PENNSYLVANIA )

) SS.:

COUNTY OF LEHIGH )



On this 21<sup>st</sup> day of September, 1995, before me personally appeared John B. Larsen, to me personally known, who, by me being duly sworn, says that he is an Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

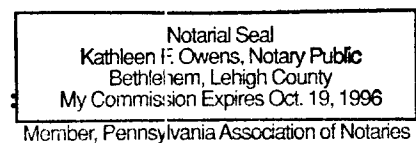
*Kathleen F. Owens*  
Notary Public

My commission expires

STATE OF ILLINOIS )

) SS.:

COUNTY OF COOK )

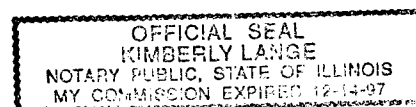


On this 22<sup>nd</sup> day of September, 1995, before me personally appeared D. G. DONOVAN, to me personally known, who, by me being duly sworn, says that he is an Assistant Vice President of HARRIS TRUST AND SAVINGS BANK, that the foregoing instrument was signed on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

*Kimberly Lange*  
Notary Public

My commission expires

[4567-101/ICCMEM2.FLT/MDR/4208]



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